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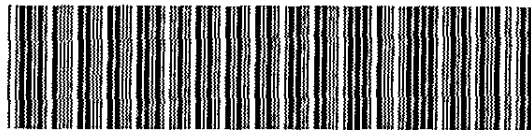
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BUBLEY & BUBLEY, P.A.

ATTORNEYS AT LAW

Daniel B. Bubley*

Martin A. Bubley

*Also admitted to practice in Illinois

Northdale Executive Center
3820 Northdale Blvd., Suite 312
Tampa, Florida 33624
Telephone (813) 963-7735
Facsimile (813) 963-7832

Additional Offices:
Chicago, Illinois

March 20, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **TOTALLY FASTPITCH, INC.** (a Not For Profit Corporation)

This letter will indicate our intent to file the Articles of Incorporation on behalf of **TOTALLY FASTPITCH, INC.** In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Incorporation of **TOTALLY FASTPITCH, INC.**
2. A check made payable to the Department of State in the amount of \$78.75 according to the applicable fee schedule.
 - a. \$35.00 for filing fee
 - b. \$35.00 for Designation of Registered Agent fee
 - c. \$8.75 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.


MARTIN A. BUBLEY

MAB/ck
Enclosures

ARTICLES OF INCORPORATION

OF

TOTALLY FASTPITCH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit corporation under and by virtue of the laws of the State of Florida as contained in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of this corporation shall be **TOTALLY FASTPITCH, INC.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation shall be **305 Cypress Creek Circle, Oldsmar, Florida 34677**. The mailing address of this corporation shall be **305 Cypress Creek Circle, Oldsmar, Florida 34677**.

ARTICLE III - DURATION

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be **perpetual**.

ARTICLE IV - BUSINESS, PURPOSE AND POWERS

The nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be to engage in, conduct and carry on the business of **providing to girls instruction and encouragement in the participation of organized sports**, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith. This corporation may exercise all powers, rights and privileges conferred on not for profit corporations pursuant to the laws of the State of Florida.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of **not less than three (3) nor more than nine (9) members (directors)**, the exact number of directors to be fixed from time to time by the Bylaws. The members of the Board of Directors shall be elected or appointed in accordance with the provisions as stated in the Bylaws. The affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the directors.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of **three (3) members**, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
STEPHANIE FRANK	305 Cypress Creek Circle Oldsmar, Florida 34677
DAVID FRANK	305 Cypress Creek Circle Oldsmar, Florida 34677
VIC MORELLI	395 Cypress Creek Circle Oldsmar, Florida 34677

ARTICLE VII - CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are not limited herein.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at **3820 Northdale Boulevard, Suite 312B, Tampa, Florida 33624**. The name of the initial registered agent of this corporation at such office shall be **BUBLEY & BUBLEY, P.A.** This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IX - INCORPORATOR

The name and street address of the person who is to act as incorporator in making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
STEPHANIE FRANK	305 Cypress Creek Circle Oldsmar, Florida 34677

ARTICLE X - BYLAWS

- (a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
- (b) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation in accordance with the provisions of the Bylaws.
- (c) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Board of Directors herein are subject to this reservation.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, the undersigned incorporator of **TOTALLY FASTPITCH, INC.**, acknowledges that she has caused to be prepared and has signed the foregoing Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida, and that the statements contained therein are, to the best of her knowledge and belief, true, correct and complete.

DATED this 19 day of March, 2003.

Stephanie Frank
STEPHANIE FRANK, Incorporator

F/dic 1/15

STATE OF FLORIDA
COUNTY OF PINELLAS

THIS IS TO CERTIFY that on this date the 19 day of MARCH, 2003, before me, a notary public, personally appeared **STEPHANIE FRANK**, who I am satisfied is the person named as incorporator and executor of the foregoing Articles of Incorporation, or has provided FLORIDA as identification, and who by her respective signature in my presence has acknowledged the same as her voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.



Rebecca A. Phillips
Notary Public
State of Florida
County of Pinellas

This instrument prepared by:

BUBLEY & BUBLEY, P.A.
Northdale Executive Center
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624
(813) 963-7735

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

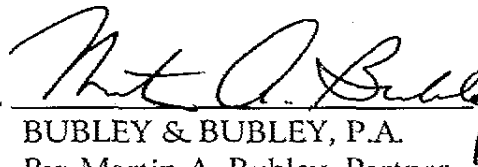
TOTALLY FASTPITCH, INC.

2. The name and address of the registered agent and office are:

BUBLEY & BUBLEY, P.A.
3820 Northdale Boulevard
Suite 312B
Tampa, Florida 33624

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


BUBLEY & BUBLEY, P.A.
By: Martin A. Buble, Partner

DATE

March 19, 2003